



Hurricane

**Hurricane Energy plc (the “Company”)**

## Listing and Governance Committee Terms of Reference

Terms of Reference for the Listing and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company constituted pursuant to Article 92 of the Company's Articles of Association by a Resolution of the Board passed on 8 November 2017.

### 1. Membership

1.1. Members of the Committee shall comprise:

**Committee Chairman**

John van der Welle, Independent  
Non-Executive Director

**Members:**

Alistair Stobie, Chief Financial Officer

Leonard Tao, Alternate Director

Daniel Jankes, Company Secretary

- 1.2. Only members of the Committee have the right to attend Committee meetings. However, other directors and any relevant senior member of staff may be invited to attend all or part of any meeting as and when appropriate.
- 1.3. The Company's financial adviser and proposed sponsor, if appropriate, will be invited to attend meetings of the Committee on a regular basis.

### 2. Secretary

2.1. The Company Secretary, or a person appointed by the Committee Chairman, shall act as the Secretary of the Committee.

### 3. Quorum and voting

- 3.1. The quorum necessary for the transaction of business shall be 3 members, two of whom must be the Committee Chairman and the Chief Financial Officer or their delegated representatives. The Committee Chairman may designate another member of the Committee to chair a meeting where he is unable to attend such meeting. The Chief Financial Officer may nominate another director or officer of the Company to attend a meeting in his absence.
- 3.2. In the case of all members and/or attendees, care should be taken to minimise the risk of any conflict of interest which might be seen to give rise to an unacceptable influence.
- 3.3. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 3.4. In the event of an equality of votes the Committee Chairman shall have a second or casting



vote.

#### **4. Frequency of meetings**

- 4.1. The Committee shall meet at least monthly and otherwise as required. Meetings may be held by telephone.
- 4.2. The Committee shall terminate on an introduction to a premium segment of a recognised stock exchange or otherwise if so resolved by the Board.

#### **5. Notice of meetings**

- 5.1. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members if they consider it necessary.
- 5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend, no later than 5 working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

#### **6. Minutes of meetings**

- 6.1. The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.2. The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.3. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, unless a conflict of interest exists.

#### **7. Duties**

The Committee has been established to:

- 7.1. evaluate the merits of moving to and identifying a reputable recognised stock exchange having regard to:
  - 7.1.1. best practice in corporate governance, compliance and reporting standards;
  - 7.1.2. access to capital, liquidity and market reputation; and
  - 7.1.3. institutional and retail shareholder expectations;
- 7.2. assess the Company's suitability and make preparations for an introduction to a premium segment of a recognised stock exchange having regard to:
  - 7.2.1. Board size, composition, structure and suitability of sub-committees;
  - 7.2.2. organizational structure and management resources;



7.2.3.enhanced corporate governance, compliance and disclosure controls and procedures; and

7.2.4.enhanced financial reporting, disclosures and procedures;

7.2.5.assessment of regulatory or other changes that may impact on the Company's activities;

7.3. provide recommendations to the Board regarding the design, implementation, operation, training and periodic evaluation of all corporate governance matters, compliance and disclosure controls and procedures; and

7.4. provide recommendations to the Board on any matter it considers appropriate in connection with its remit.

## **8. Authority**

The Committee is authorised:

8.1. to seek any information it requires from any employee of the Company in order to perform its duties;

8.2. to obtain, at the Company's expense (provided that the cost is within such limits as may be authorised by the Board from time to time), outside legal or other professional advice on any matter within its terms of reference; and

8.3. to call any employee to be questioned at a meeting of the Committee as and when required.